

Fig. 18a

DECEMBER 1, 1995

A PROPOSAL TO UNIGLOBE TRAVEL

PAGE 1

TRAVEL SPENDING EXPECTED TO INCREASE IN '98

► COSTS HOLDING; EXPERTS SAY CONSUMERS WILL OPEN POCKETBOOKS FOR '98 TRIPS

AGENCIES COMPETE BY PROMOTING THE "LITTLE THINGS" TO TRAVELERS

USA TODAY

NO. 1 IN THE USA... FIRST IN DAILY READERS

WHAT TRAVELERS ARE LOOKING FOR IN HOT DESTINATIONS

► LAS VEGAS, PHOENIX AND PADRE ISLAND TOP USA WINTER GETAWAYS

TRAVEL AGENTS SEE 'GOOD THINGS AHEAD' FOR INDUSTRY

WEEKEND EDITION



FRI./SAT./SUN., DECEMBER 1, 1995

OVERVIEW

A QUICK READ ON OBJECTIVES, STRATEGY AND TACTICS

INCREASE BOOKINGS: Increase consumer bookings/reservations for UNIGLOBE Travel and its "Blue Largo Cruise" promotion.

TARGET SPENDERS: Heighten visibility for UNIGLOBE Travel with those leisure travelers across the USA most likely to spend.

AWARENESS: Generate broad awareness of the advantages of cruising as the preeminent vacation category.

EXCITEMENT: Create excitement among travel agents for "Blue Largo Cruise" promotion.

ADVERTISING CAMPAIGN: Conduct a continuous advertising campaign for UNIGLOBE Travel's "Blue Largo Cruise" promotion in a national publication that reaches responsive readers within a complementary editorial environment.

INCREASE TRAFFIC: Implement a consumer promotion that increases travel agency traffic during "Blue Largo Cruise" promotion.

MULTIMEDIA: Develop multimedia advertising to inform travelers about the advantages of a cruise vacation.

ENTHUSIASM: Generate travel agent enthusiasm for "Blue Largo Cruise" promotion.

USA TODAY EVERYDAY: Take advantage of USA TODAY's daily presence to build excitement, impact and awareness of "Blue Largo Cruise" promotion.

AD BLITZ: Advertise continually to target UNIGLOBE Travel's key prospects—leisure travelers—in USA TODAY's Life section (16 full-page ads for 4 weeks, Monday-Thursday; below Today's TV Grid, Friday).

VISIBILITY: Employ an advertising program in USA TODAY to highlight advantages of a cruise vacation and UNIGLOBE Travel services to the USA's most frequent travelers.

BREADTH: Implement travel trade advertising that broadens awareness of "Blue Largo Cruise" promotion among UNIGLOBE agents.

Inside USA TODAY 5 SECTIONS

Destination Travel	4
Circulation	5
Key Audience Info	7
Programs	12
Rates	14

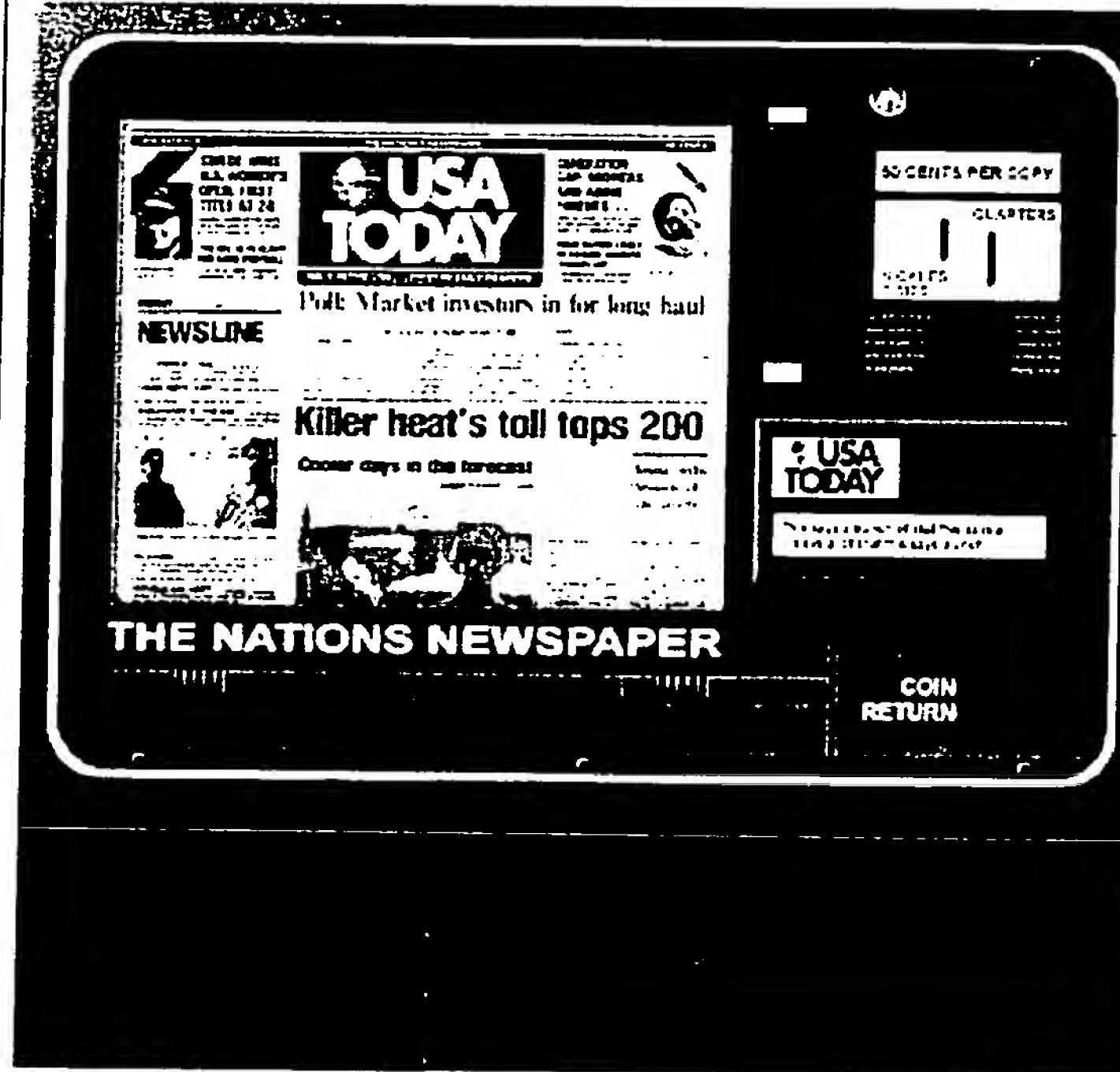
CAR-RT SORT USA0034

Prepared for: Kathy Peterson

UNIGLOBE Travel

Prepared by: Leslie Osborn

USA TODAY



COVER STORY

USA TODAY provides best travel demographics, top coverage for UNIGLOBE ads

By John Williams
USA TODAY

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AGENTS: Ad placement in USA TODAY boosts traffic

By Laurie Bentdahl
USA TODAY

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December 1, 1995

Ms. Kathy Peterson
Advertising Manager
UNIGLOBE Travel

Dear Ms. Peterson,

As a USA TODAY advertising specialist, my job is to listen to your objectives and then identify a placement strategy that makes the most sense for UNIGLOBE Travel. This proposal is based on our discussions of "how Uniglobe can get the best return for its ad dollars." USA TODAY is a unique medium to help you maximize coverage at the lowest possible cost.

We at USA TODAY used a three-tier approach in developing this proposal. First, we listened to you. We know that UNIGLOBE Travel has the following business objectives:

Objectives

- ▶ Increase consumer bookings/reservations for UNIGLOBE Travel and its "Blue Largo Cruise" promotion
- ▶ Heighten visibility for UNIGLOBE Travel with those leisure travelers across the USA most likely to spend
- ▶ Generate broad awareness of the advantages of cruising as the preeminent vacation category
- ▶ Create excitement among travel agents for "Blue Largo Cruise" promotion

Second, based on your input, we've planned the best strategies to meet your objectives:

Strategies

- ▶ Conduct a continuous advertising campaign for UNIGLOBE Travel's "Blue Largo Cruise" promotion in a national publication that reaches responsive readers within a complementary editorial environment
- ▶ Implement a consumer promotion that increases travel agency traffic during "Blue Largo Cruise" promotion
- ▶ Develop multimedia advertising to inform travelers about the advantages of a cruise vacation
- ▶ Generate travel agent enthusiasm for "Blue Largo Cruise" promotion

Third, we've identified the tactics needed to implement the strategies:

Tactics

- ▶ Take advantage of USA TODAY's daily presence to build excitement and awareness of "Blue Largo Cruise" promotion
- ▶ Advertise continually to target UNIGLOBE Travel's key prospects—leisure travelers—in USA TODAY'S Life section (16 full-page ads for 4 weeks, Monday - Thursday; below Today's TV Grid, Friday)
- ▶ Employ an advertising program in USA TODAY to highlight advantages of a cruise vacation and UNIGLOBE Travel services to the USA's most frequent travelers
- ▶ Implement trade ads that broaden awareness of "Blue Largo Cruise" promotion among UNIGLOBE agents

We recommend weekly advertising in USA TODAY's weekly *GO!* travel section—an innovative editorial focus in the Life section. Published every Friday, this feature gives over 5.5 million readers more of the entertainment and travel information they crave. This section targets readers most likely to use UNIGLOBE's services—leisure travelers.

Thank you for your interest in USA TODAY advertising. I'll be in contact with you soon to discuss this proposal.

Sincerely,

Leslie Osborn
USA TODAY



Contents

LIFE SECTION--DESTINATION TRAVEL

Destination Travel	4
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CIRCULATION

Total USA Coverage	5
Continued Growth	6

KEY AUDIENCE INFORMATION

Travel Advertising Pages	7
Targeted Readership	8
Readership on the Go	9
Leading Travel Circulation	10
Unique Audience Penetration	11

RECOMMENDED ADVERTISING PROGRAMS

TV Grid	12
Interactive 800 Number & Direct Mail Program.....	13

RATES

Rates	14
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Life Section--Destination Travel

DESTINATION TRAVEL

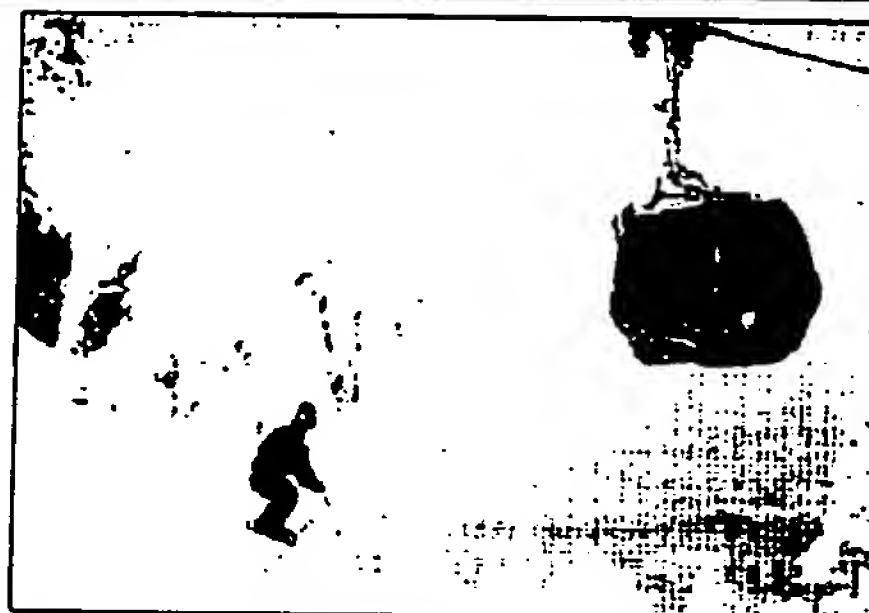
GO!

**LIFE
ON VACATION**

Early start at ski areas

► East Coast resorts open earlier than ever, thanks to good weather and new snow-making machines. 7D.

► Restaurants show culinary flair for their Thanksgiving Day feasts. 6D.



By Bob Perry, Killington Ski Resort
Let it snow, let it snow: Skiers are already hitting the slopes at Killington, Vt., the first East Coast resort to open this year.

GO! Section Targets Leisure Travelers

By Tom Uehling
USA TODAY

USA TODAY's Friday edition features the new GO! LIFE ON VACATION section--an innovative new editorial focus for the Life section. This feature reaches 5.5 million readers across the USA and delivers more of the entertainment and travel information they crave: destination information, dining features, travel updates, trends and entertainment tips. This section targets readers most likely to use UNIGLOBE Travel's service--leisure travelers.

UNIGLOBE Travel can make this page the cornerstone of its advertising strategy. No other medium will give UNIGLOBE Travel the same exposure for its investment. The people who read the GO! section are people who love



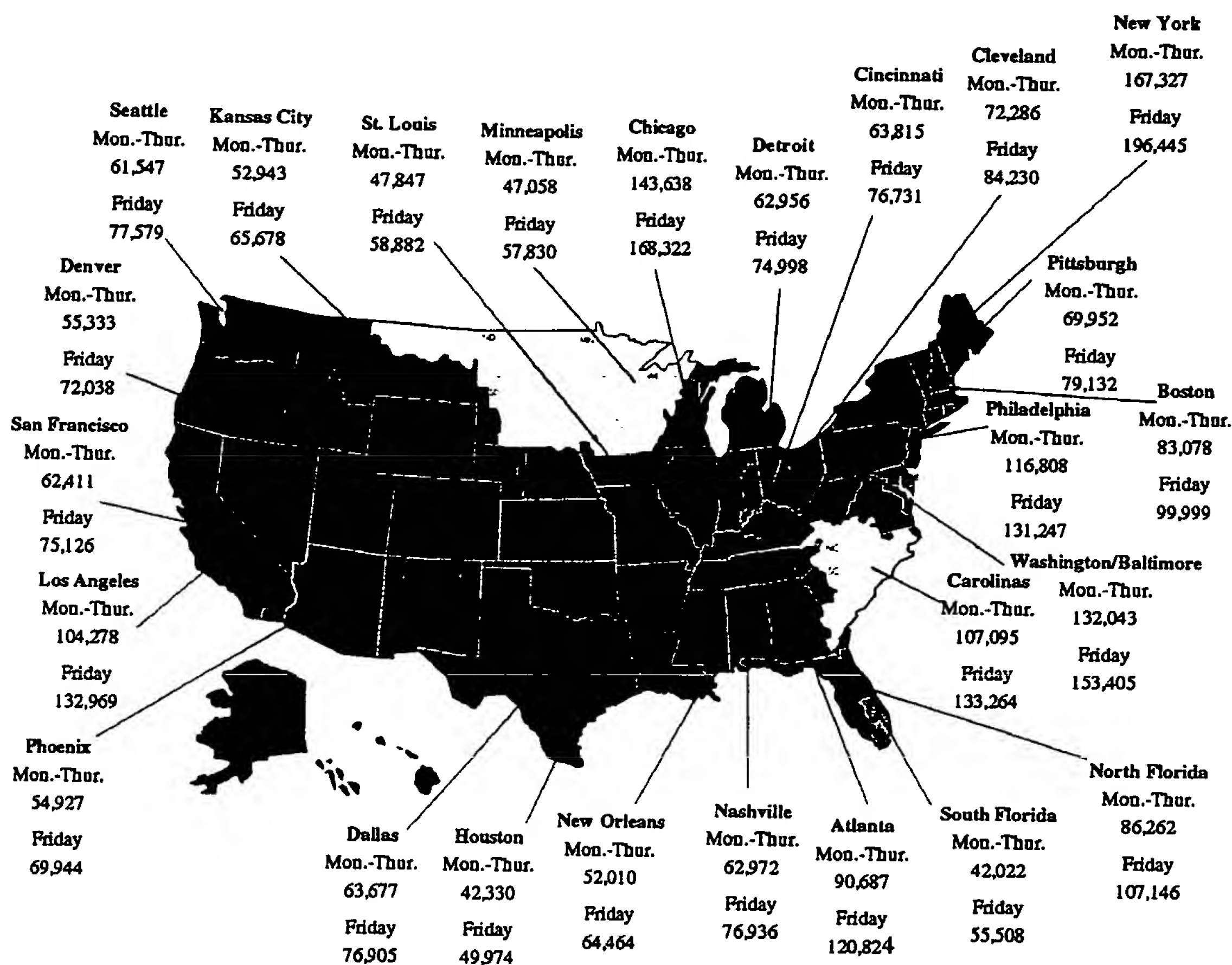
to travel. USA TODAY has studied the demographics of its readers for years (you can find the results within this proposal) so that we can make recommendations, with confidence, about where our advertisers should focus.



Beautiful San Francisco Above, the Golden Gate Bridge; Top left, A cable car returning from Fisherman's Wharf; Bottom left, Victorian-style houses light up the San Francisco skyline.



Circulation--Total USA Coverage



USA TODAY's extensive reach ensures advertisers successful, comprehensive distribution. With a daily circulation close to 2 million (Mon.-Thur.; 2.5 million each Fri.), USA TODAY has the ability to influence more potential customers than any other national newspaper.



Fig 18f

Circulation--Continued Growth

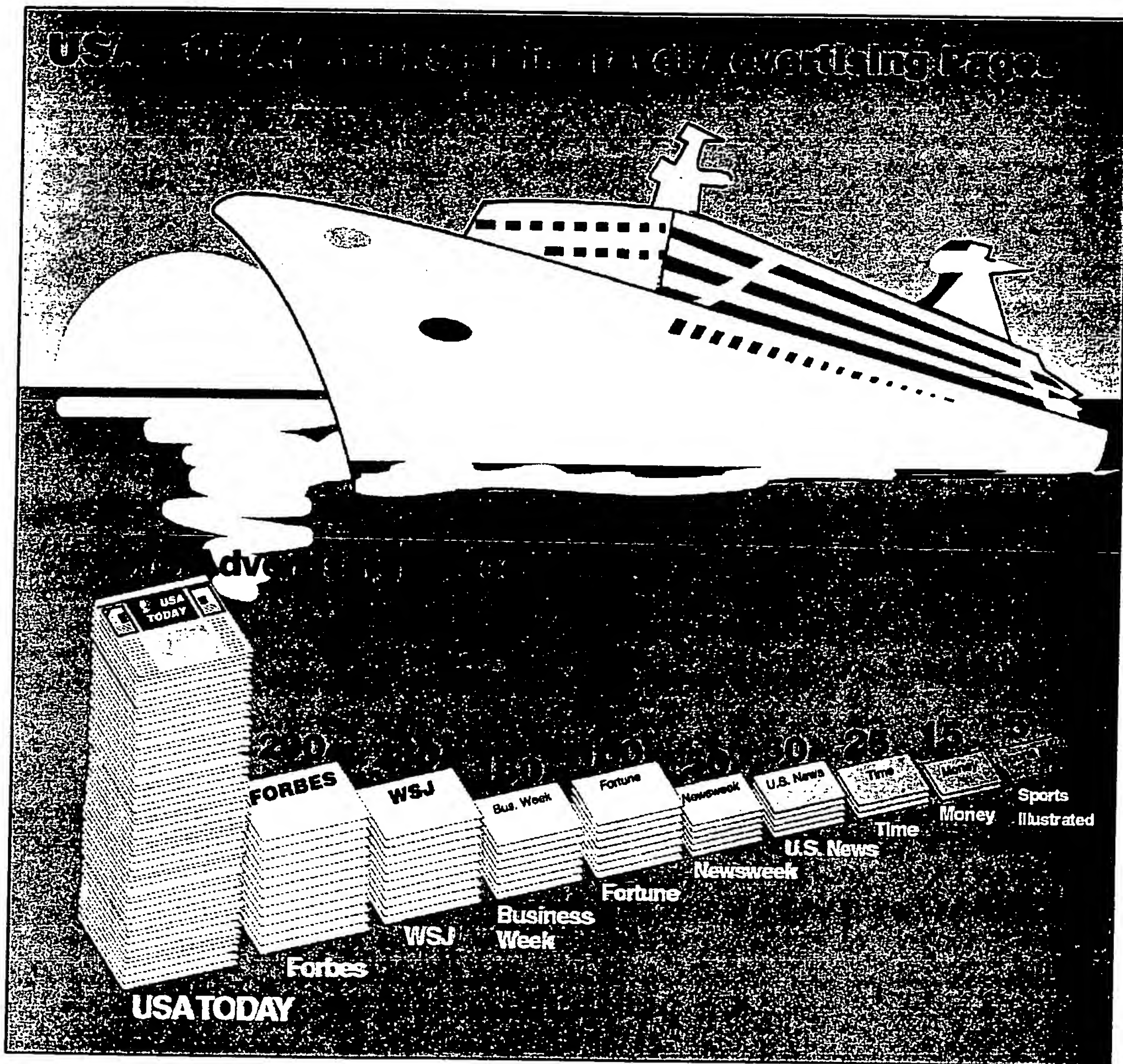


For the latest breaking news and information, more readers turn to USA TODAY year after year. In fact, within the past five years, USA TODAY's circulation has grown by more than 201,000.



Fig 18 9

Key Audience Information—Travel Advertising Pages

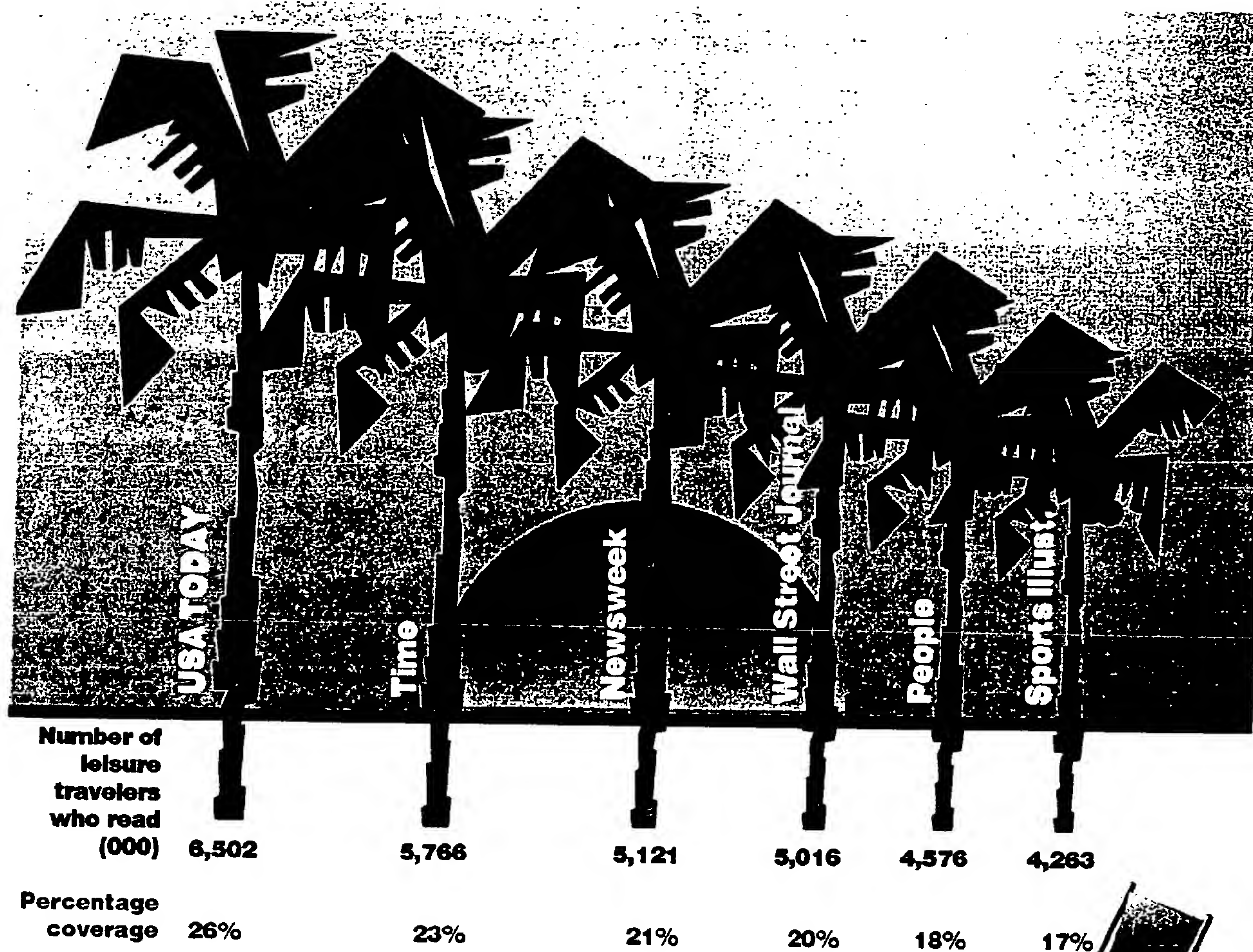


Ranked #1 in the number of travel advertising pages per year, USA TODAY offers readers the most comprehensive travel coverage available today. Make sure your message gets the exposure it deserves in a publication that is the proven leader in travel and leisure coverage.

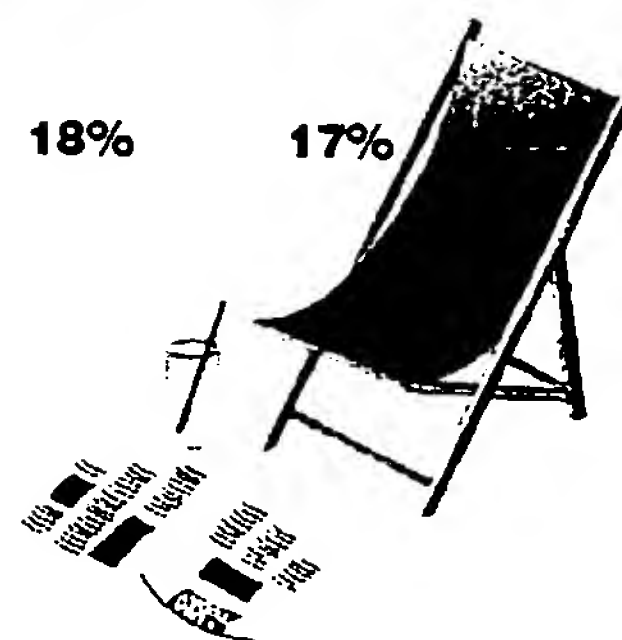


Fig 18 h

Key Audience Information--Targeted Readership



USA TODAY Reaches Frequent Leisure Travelers

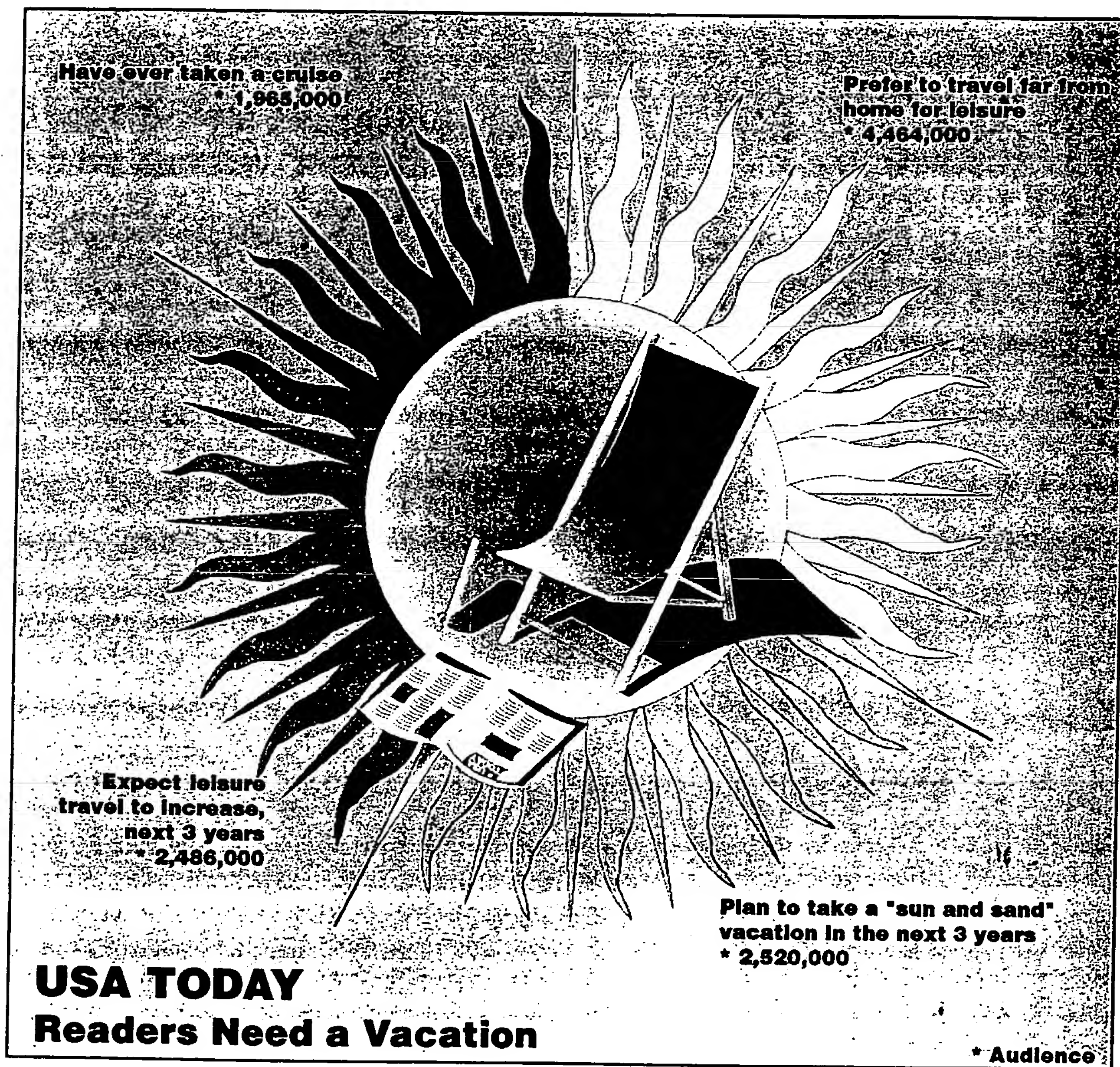


USA TODAY is among the leading publications in leisure travel readership. Covering 26% (over 6 million readers) of the frequent leisure travel market, USA TODAY ensures your message reaches its target audience.



Fig 18;

Key Audience Information--Readership on the Go



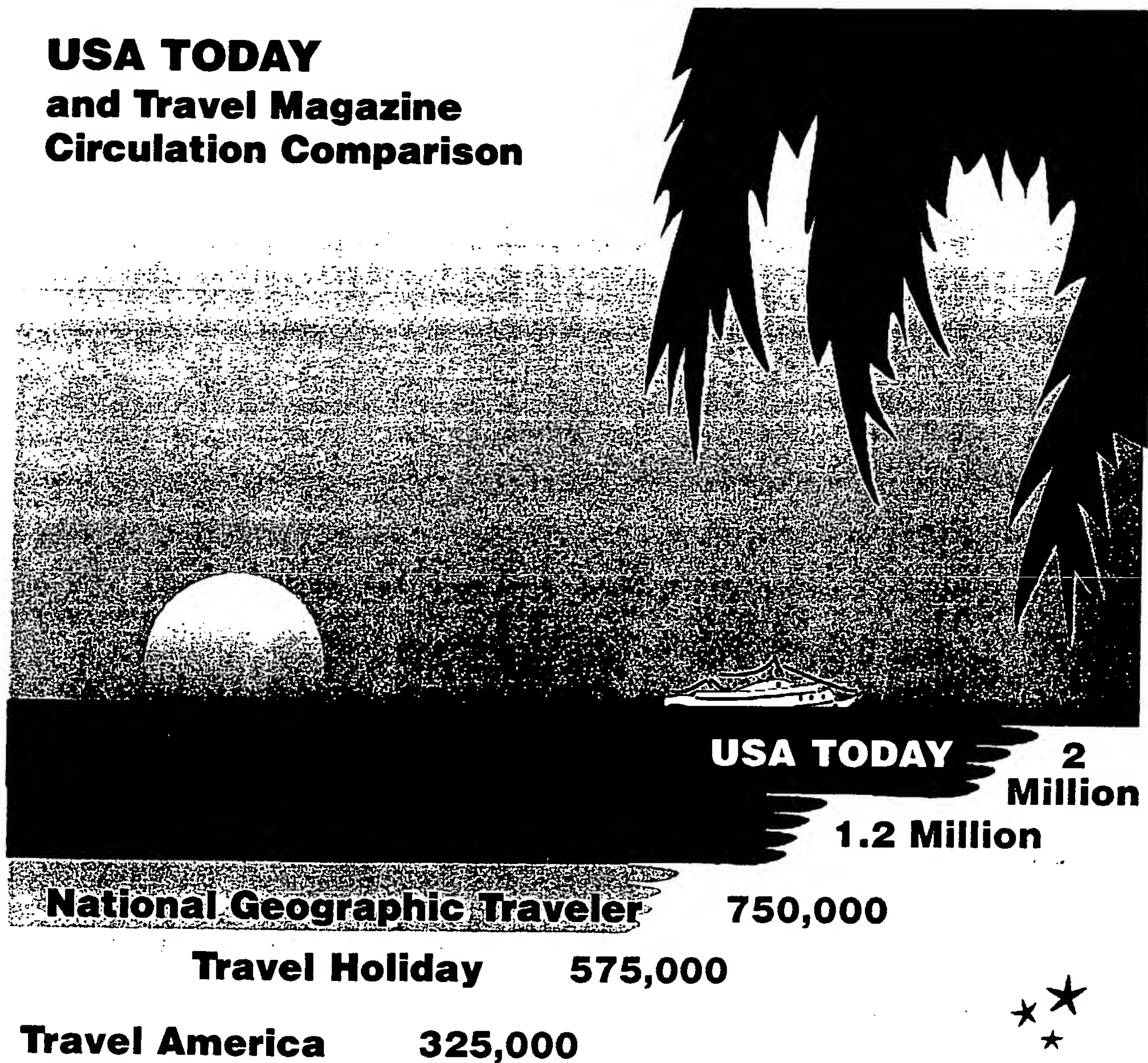
They've traveled in the past... and are ready to travel again. USA TODAY readers need a vacation, and with over 5 million expecting to travel within the next 3 years, your message in USA TODAY may just be the ticket they're looking for.



Fig 18 j

Key Audience Information--Leading Travel Circulation

USA TODAY and Travel Magazine Circulation Comparison

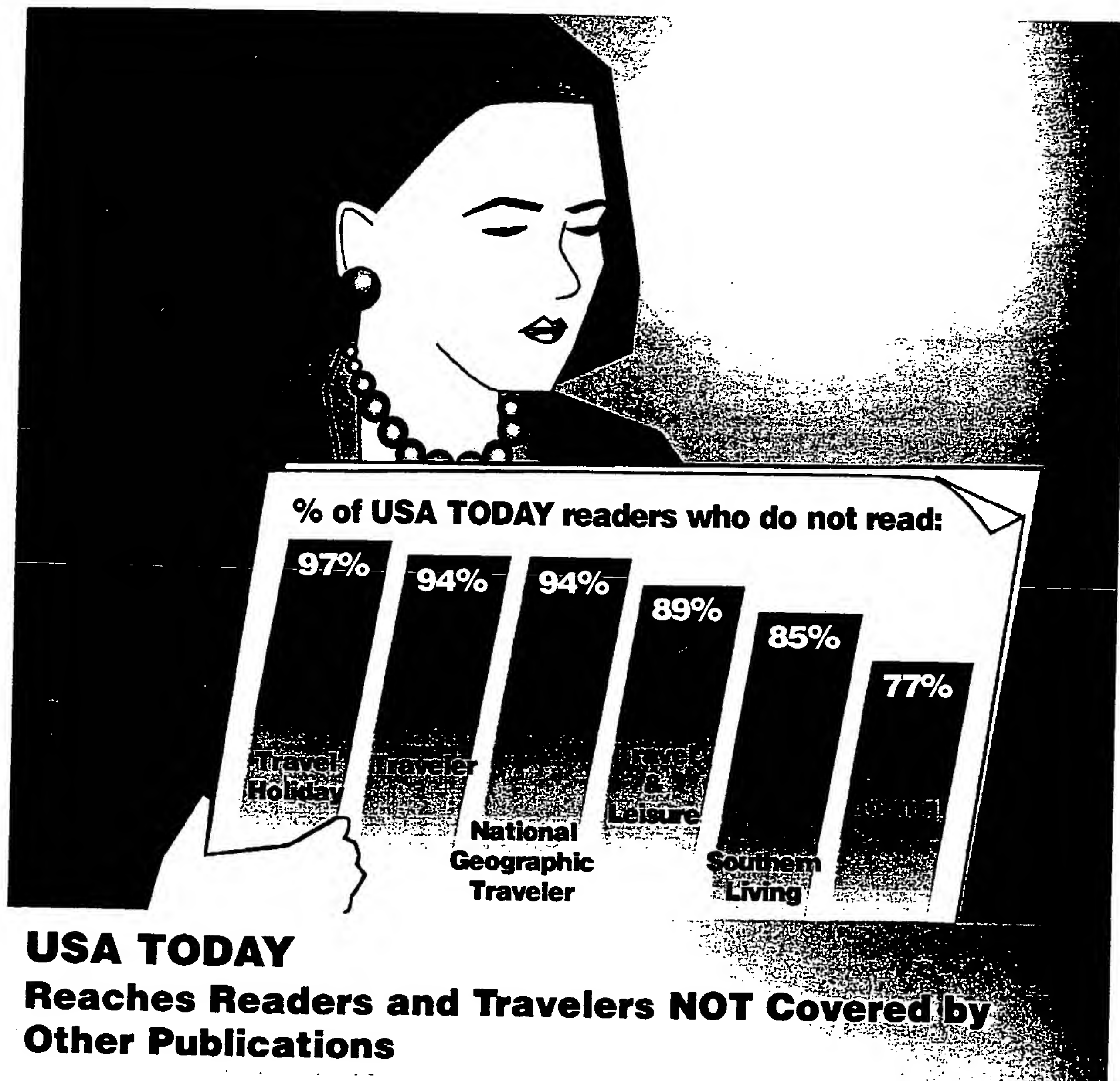


No travel publication boasts a circulation as far reaching as USA TODAY. Two million copies carry your message to more target readers than any other print medium, including *Travel & Leisure* and *National Geographic Traveler*.



Fig 18 K

Key Audience Information--Unique Audience Penetration

**USA TODAY****Reaches Readers and Travelers NOT Covered by Other Publications**

USA TODAY presents your message to readers and travelers not covered by other travel and popular publications. As one of the leaders in leisure travel readership, USA TODAY has the ability to reach those readers and expand your audience.



Fig 18 e

Recommended Advertising Programs

TV Grid

Where do more than 5.5 million affluent readers look first to find out what's on TV? USA TODAY's TV Grid. On the back page of USA TODAY's Life section, this prominent 4-color page features all the network line-ups, cable programming and our critic's choices for quality viewing. Anchoring the page is a stand-out positioning opportunity for advertisers looking to reach USA TODAY's audience of broadcast viewers.

FLEXIBLE SCHEDULING AND DISCOUNTED FREQUENCY

A horizontal third-page position is available to advertisers on a one-time basis or as part of a continuity program. The following pricing plan applies to TV Grid advertising schedules.

Domestic Edition Pricing

	Mon-Th	Friday	Effective Discount
Base Rate	\$49,300	\$56,400	—
13x	44,370	50,760	10%
26x	36,975	42,300	25%
52x	32,045	36,660	35%

Worldwide Pricing

	Mon-Th	Friday	Effective Discount
Base Rate	\$56,700	\$64,800	—
13x	51,030	58,320	10%
26x	42,525	48,600	25%
52x	36,855	42,120	35%

OTHER DISCOUNTS MAY APPLY

- ▶ Advertisers who have regular-rate card volume contracts that provide higher discounts than those listed above *will* be allowed to apply those discounts to the base unit prices indicated on the pricing schedule.
- ▶ Advertising volume accrued under this program *will* count towards fulfillment of volume contracts and VIP agreements.
- ▶ VIP bonus space earned under this program *can* be ordered to run on the TV Grid page.
- ▶ Advertisers participating under special discount programs such as the Flat Rate Program or the Broadcast Buying Program *cannot* use the discounts achieved through those programs to purchase schedules on the TV Grid page.

For more information on USA TODAY's TV Grid, contact your USA TODAY sales representative.

ON TV TONIGHT

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Fig 18m

Recommended Advertising Programs

Interactive 800 Number

As a special "value-add," USA TODAY will provide UNIGLOBE Travel with an interactive 800 number. A customized UNIGLOBE Travel "Blue Largo Cruise" promotion "Choose to Cruise" 800-number hotline can provide one or all of the following services:

- ▶ Fulfillment of copy requests for UNIGLOBE Travel's USA TODAY advertorial
- ▶ Consumer survey opportunities
- ▶ Travel agent sweepstakes entry vehicle

USA TODAY will provide UNIGLOBE Travel with program set-up and administration, and accept up to 10,000 calls during the promotion period. Once survey information is gathered, USA TODAY can transcribe, analyze, and provide the geographic breakdown of information.

Direct Mail Program

The day of the kick-off of the UNIGLOBE Travel promotion, each of UNIGLOBE Travel's 20,000 member travel agencies will receive a complimentary copy of USA TODAY featuring UNIGLOBE's advertorial in the mail.



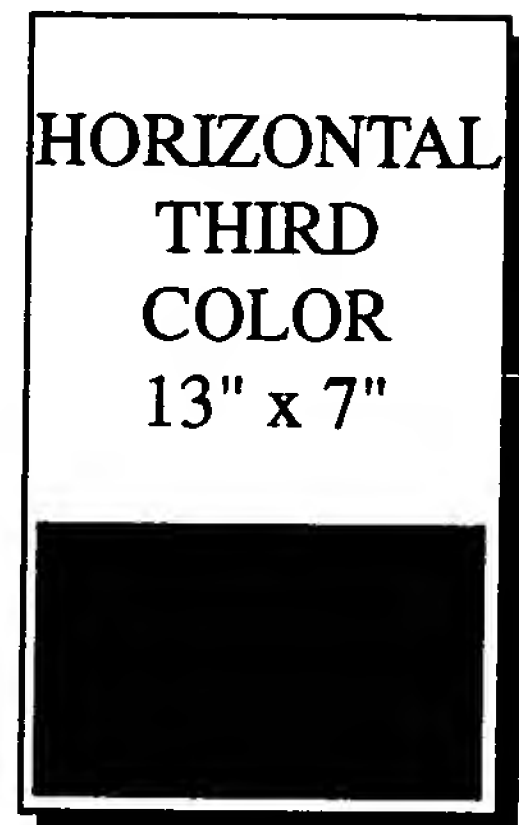
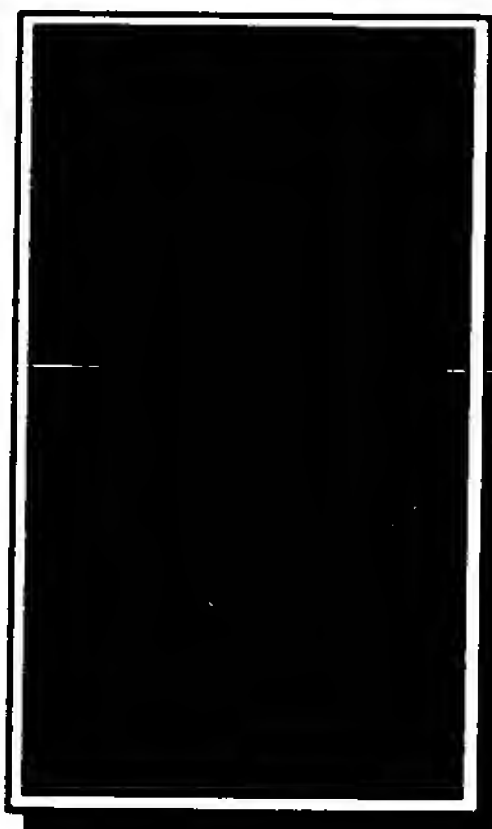
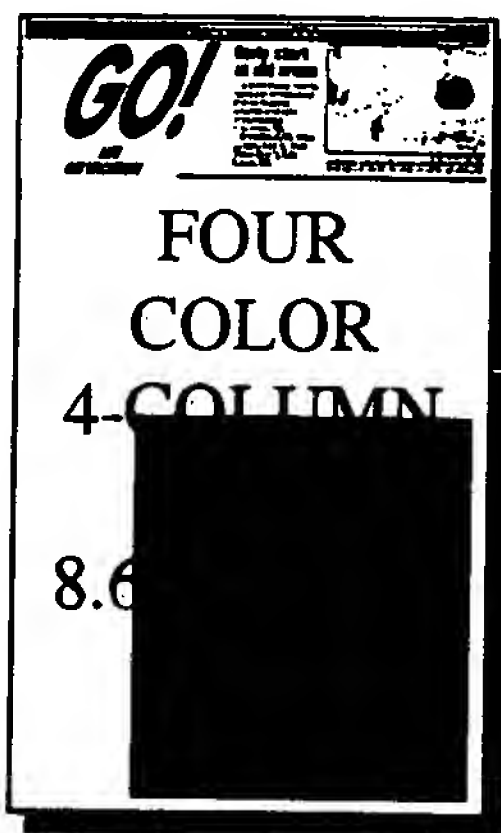
20,000 Same Day Distribution



Fig 18 n

Rates

Description	Customer Value	Customer Cost	Savings
52 National, Four Color, 4-Col. Third 8.63" x 10.5"	\$2,516,000	\$2,114,112	\$401,888
16 National, Four Color, Full Page 13" x 21"	1,481,200	1,273,832	207,368
4 USA TODAY's TV Grid 13" x 7"	214,728	184,666	30,062
20,000 Distribution, Same Day	11,000	0	11,000
Interactive 800 Number	35,000	0	35,000
Totals	\$4,257,928	\$3,572,610	\$685,318



20,000 Same Day Distribution

UNIGLOBE'S "BLUE LARGO CRUISE"

Call for information and to enter
our "Choose to Cruise"
Dream Vacation for Two sweepstakes.

1-800-1CRUISE

Interactive 800 Number

Quotation is valid for 30 days and will be subject for review after this period.

Fig 19a

APPENDIX B

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

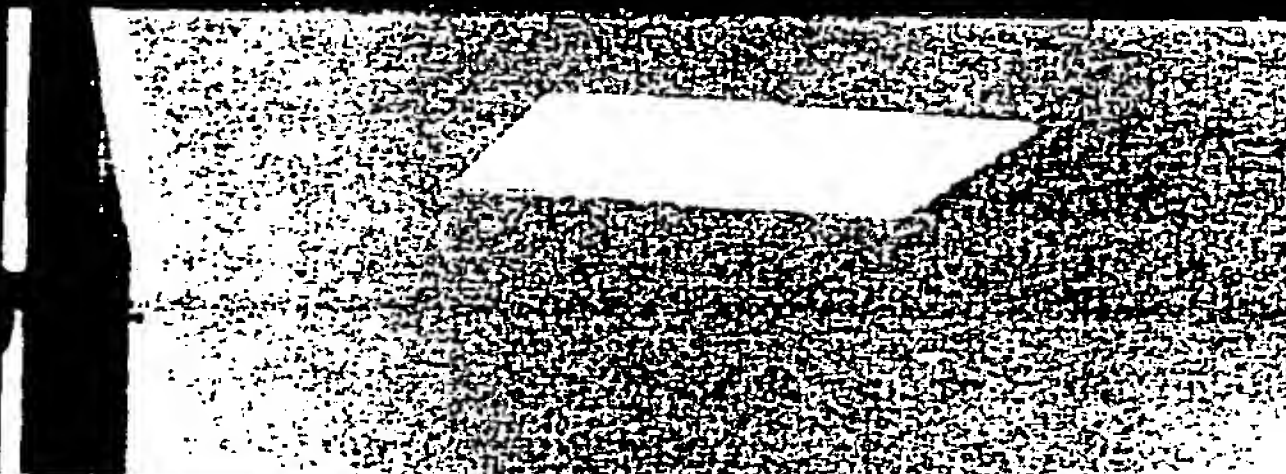
MERCHANT & GOULD, SMITH, EDDELL, WALTER & SCHMIDT, P.A.

3100 NORWEST CENTER, 90 SOUTH 7TH STREET

MINNEAPOLIS, MINNESOTA 55402

PHONE: (612) 332-5300

SEPTEMBER 10, 1996



"If you should have any questions in regards to any of these materials, please contact any of the members of our team." JOHN P. SLIMMER, CWC'S PROPOSED TEAM LEADER



CWC CONFIDENTIAL AND PROPRIETARY

Fig 19b

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

3100 NORWEST CENTER, 90 SOUTH SEVENTH STREET MINNEAPOLIS, MINNESOTA 55402-4131 U.S.A.

PHONE 612/332-5300 FAX 612/332-9081

JOHN P. SUMNER DIRECT DIAL 612/336-4624

September 10, 1996

Jerry Johnson
Clear With Computers, Inc.
1983 Premier Drive
Mankato, MN 56002-4459

Dear Jerry:

Thank you for your interest in Merchant & Gould. Enclosed is the Request for Proposal package. This proposal contains information about our firm and the intellectual property services we provide. On page 15 you will find a quotation for the patent we discussed for the SIGNATURE PLUS 5.0 system.

In addition, I have set forth a proposed client service team including specific personnel within our firm available to serve CWC in a variety of intellectual property areas. These areas include acquiring patents, providing patent clearance, infringement and validity opinions, acquiring trademark rights, and serving CWC in contested intellectual property matters and litigation. Please note that these and other people are available for service but will not be active except as authorized by CWC. You will find team profiles and an organizational chart beginning on page six.

As indicated during the visit, Merchant & Gould is a firm practicing exclusively in the area of intellectual property law. Approximately half of its 80 or so lawyers practice in the firm's General Practice Group, obtaining rights and counseling clients in the various types of intellectual property protection, including related licensing. The other half of the firm's lawyers work in our Litigation Practice Group.

We look forward to CWC personnel visiting our firm in order to meet team members and other firm personnel, to see our firm, and to further discuss how Merchant & Gould might best serve your needs.

Sincerely,

John P. Sumner

Minneapolis Saint Paul Los Angeles

Mark A. Krull
Jerome R. Smith
Katherine M.
Kowalczyk
Dennis R. Daley
David W. Lynch
Alan G. Gorman
Joseph M. Kastelic
Theodore R. Plunkett
John C. Reich
Thomas B. Bejin
Mark A. Hollingsworth
Denise M. Kettlberger
William D. Miller
Scott A. Stinebruner
Charles G. Carter
Leslie E. Dalglish
Paul H. Beattie
Steven J. Pollinger
Timothy A. Lindquist
David G. Schmaltz
Valerie L. Calloway
Sandra J. Epp Ryan
Julie R. Daulton
Scott W. Johnston
Marysusan H. Gablan
Tyler L. Nasiedlak
Daniel M. Pauly
Daniel J. Merles
John W. Albrecht
Robert J. Glance
Melissa J. Pyle
Albert F. Davis
Gregory J. Feulner
Myra H. McCormack
Steven R. Funk
Patent Agents
Thomas A. Hassing
Shaun B. Dempster
Min (Amy) Xu
Mark T. Skoog
Iain A. McIntyre

John D. Gould
Robert T. Edell
Paul A. Welter
Cecil C. Schmidt
John S. Sumners
Alan G. Carlson
Earl D. Reiland
Charles E. Golla
Douglas J. Williams
Albert L. Underbill
D. Randall King
Michael B. Lasky
Curtis B. Hamro
Michael D. Shumann
Michael L. Mau
John A. Clifford
Mark J. DiPietro
Timothy R. Conrad
Alan W. Kowalczyk
Daniel W. McDonald
Randall A. Hillson
John P. Sumner
Wendy M. McDonald
Linda M. Byrne
Mark D. Schuman
Albin J. Nelson
Brian H. Batzi
David K. Tellekson
John J. Gresens
John L. Beard
Philip P. Caspers
Douglas P. Mueller
Ronald A. Daignault
Robert J. Crawford
Robert C. Beck
Paul B. Lacy
Gregory A. Sebald
Karen D. McDaniel
Brent E. Roulman
Michael R. Cohen
Cole M. Fauter
Kristine M. Strodloff
Steven C. Bruess
Andrew D. Sorensen
J. Derek Vandenburg

CWC CONFIDENTIAL AND PROPRIETARY

Fig 19c

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

Table of Contents

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

[4] MISSION STATEMENT

[5] MERCHANT & GOULD

The Firm

The Nature of Our Practice

Valued Clients

Commitment to the Community

**[7] COMMUNICATION
WITH CWC**

Team Leader Contact

E-mail Communication

Client-Based Output

**[9] CWC'S PROPOSED
INTELLECTUAL
PROPERTY TEAM**

[10] TEAM PROFILES

John P. Sumner

John L. Beard

Michael R. Cohen

William D. Miller

**[12] WASHINGTON D.C.
ASSOCIATES**

[13] COSTS AND FEES

Billing Format

Setting Up and Transferring Files

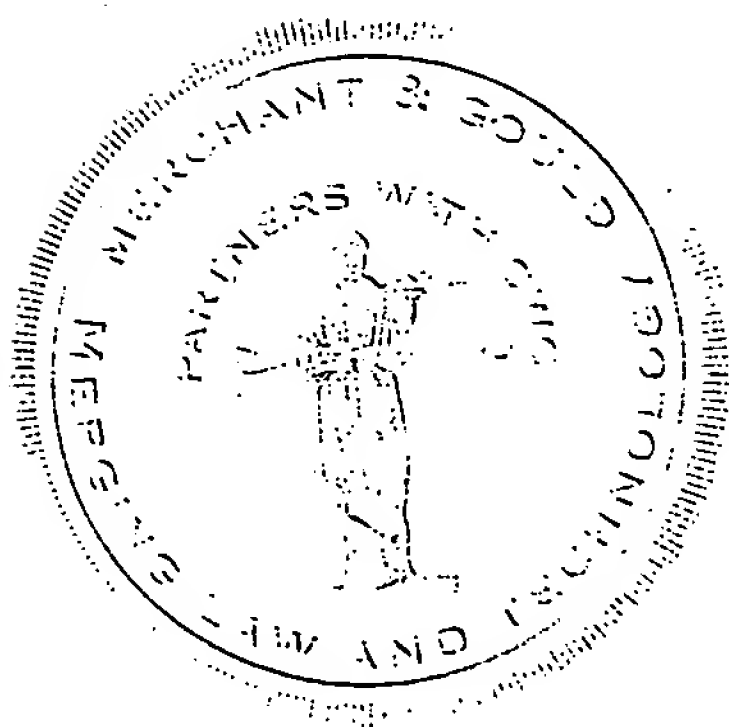
Summary of Charges

Additional Comments

[15] PRICE AND SIGNATURE

**[16] SAMPLE PATENTS
DRAFTED BY TEAM
MEMBERS**

Attachments



CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

Mission Statement

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

*M*erchant & Gould is a full-service intellectual property law firm providing the highest standard of service, work excellence and value to our clients within an ethical and respectful environment that creates loyalty and enduring relationships with our clients and our co-workers.



CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT & GOULD, WITH EDWIN V. NIERER, P.C., CHICAGO, ILL.

Merchant & Gould

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

THE FIRM

Merchant & Gould, with offices in Minneapolis, Saint Paul and Los Angeles, is engaged exclusively in the practice of intellectual property law; including patent, trademark, copyright, unfair competition, trade secret, advertising and computer law. We are the largest

intellectual property firm in the Twin Cities and one of the largest firms practicing intellectual property law in the United States.



Global Research, a commercial research firm, recently conducted a survey in which lawyers rated other lawyers in America. The survey showed that Merchant & Gould received the highest rating among intellectual property firms in the Midwest (including Chicago and Cleveland) and third highest nationally.

"During my tenure we have grown to one of the largest firms in the country practicing exclusively in the field of intellectual property law. This growth has been due to our ability to employ and retain topnotch lawyers in all aspects of our practice. This, in turn, permits us to better serve our clients." John D. Gould

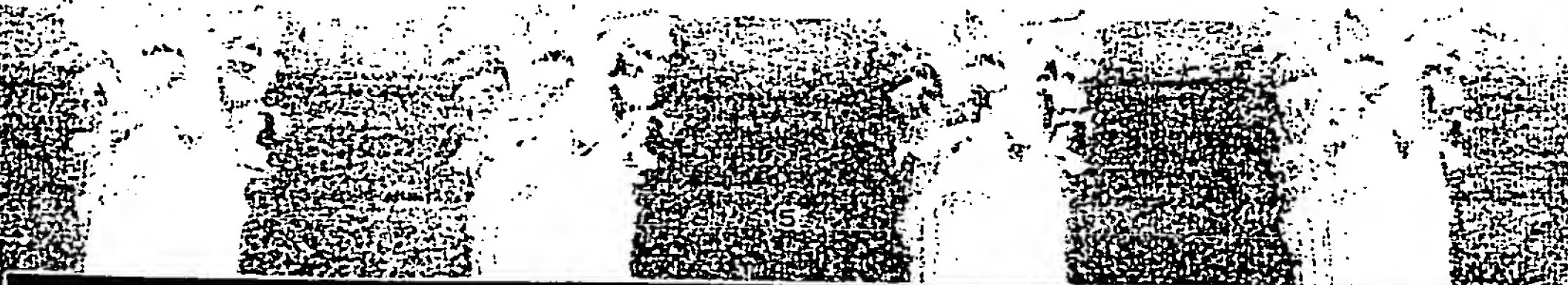
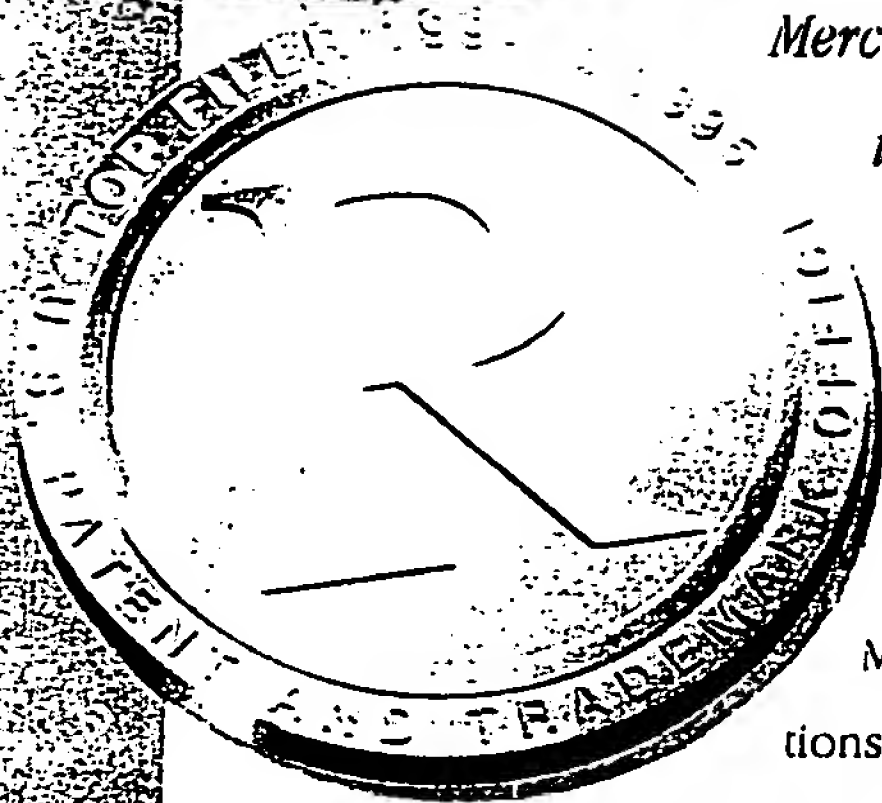


Fig 197

CLEAR WITH COMPUTERS AND VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT & GOULD, 2200 N. MICHIGAN, SUITE 1000, CHICAGO, ILL. 60610



Merchant & Gould is the world's number one law firm in the U.S. trademark filings two years in running.

Merchant & Gould, continued

THE NATURE OF OUR PRACTICE

Merchant & Gould tries to maintain friendly and personal relationships characteristic of smaller firms, while adopting techniques and procedures necessary for our highly specialized legal practice. We use the latest word processing and computer technology. Approximately half of our practice involves securing, licensing and counseling relative to intellectual property matters both nationally and internationally. The other half of our practice involves intellectual property litigation in jurisdictions throughout the U.S.

VALUED CLIENTS

Merchant & Gould has a broad range of clients in virtually every area of business and industry. We represent many major Midwest corporations which are prominent in the computer, medical, manufacturing and consumer products fields, as well as a considerable number of individuals.

COMMITMENT TO THE COMMUNITY

We encourage participation in community activities. We have been involved in teaching at local law schools, writing for legal publications, and speaking at Bar and Continuing Legal Education functions. We also contribute to cultural and civic organizations within the community.

Fig. 19g

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT & GOULD, 5000 DELAWARE AVENUE, SUITE 100, DALLAS, TEXAS 75206

Communication

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

*Merchant & Gould seeks to enable open and effective communication
with all of our clients. In order to facilitate this goal,
the following information is provided.*

TEAM LEADER CONTACT

We will seek to develop a communication arrangement best suited for CWC's needs. Therefore, routine contact may be made between the team leader and the appropriate CWC representative. CWC's proposed team leader is John P. Sumner. Mr. Sumner holds

a chair in Merchant & Gould's Electronics and Computer law section. His practice/technology areas include general practice of patent, trademark, and copyright law, and licensing, including computer law, with a focus on software, as well as software and computer-controlled systems. A complete profile of Mr. Sumner and other team members can be found starting on page ten.



Fig 194

CLAR WITH COMPUTERS ENCLOSES THE OFFICES OF

MERCHANT & GOULD

MERCHANT, GOULD, SUMNER, EDWARDS, MILLER & SCHROEDER, P.A.

Communication, continued

E-MAIL COMMUNICATION

In addition to conventional communication, all Merchant & Gould attorneys are available for correspondence through the Internet. Also, Merchant & Gould currently has a World Wide Web page, which is presently undergoing an upgrade to provide our clients with greater service.

CLIENT-BASED OUTPUT

Merchant & Gould seeks to provide each client with a product tailored to that client's needs. CWC has requested that we provide all patents in Microsoft Word format, free of any extraneous codes or macros. We are happy to comply with this, or any other such request.

The proposed CWC Intellectual Property Team includes John P. Sumner (team leader), John L. Beard, Michael R. Cohen and William D. Miller. All members of the CWC Team are available for correspondence through the internet.



CWC CONFIDENTIAL AND PROPRIETARY

Fig 19c

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT & GOULD SYMTEL EDITH WALTER & SCHMIDT PA

Proposed Intellectual Property Team

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

JO ANN CRANDALL
SECRETARY

CAROLINE KADIEVITCH
WORKING ATTORNEY

KIM WALIGOSKI
SECRETARY

THOMAS HASSING
STAFF ENGINEER

JUDY TESS
SECRETARY



JOHN P. SUMNER
PATENT AND PRIMARY ATTORNEY

TAMI WILSON
SECRETARY

JOHN P. SUMNER
ADVISOR AND BACKUP ATTORNEY

JO ANN CRANDALL
SECRETARY



MICHAEL R. COHEN
COPYRIGHTS LEAD ATTORNEY

MARY LOU RUONAVAARA
SECRETARY

MICHAEL R. COHEN
BACKUP ATTORNEY

TAMI WILSON
SECRETARY

SANDRA EPP RYAN
WORKING ATTORNEY

TAMI WILSON
SECRETARY

JINI DENBESTE
PARALEGAL

JOY PETERSON GETTS
SECRETARY



JOHN L. BEARD
TRADEMARKS LEAD ATTORNEY



WILLIAM D. MILLER
LICENSING AND OTHER
AGREEMENTS

TAMI WILSON
SECRETARY

JOHN P. SUMNER
ADVISOR AND BACKUP ATTORNEY

JO ANN CRANDALL
SECRETARY

TEAM TELEPHONE NUMBERS MAIN OFFICE NUMBER (612) 332-5300

JOHN L. BEARD	(612) 371-5238	JOY PETERSON GETTS	(612) 336-4856
MICHAEL R. COHEN	(612) 336-4774	MARY LOU RUONAVAARA	(612) 336-4736
JO ANN CRANDALL	(612) 336-4653	JOHN P. SUMNER	(612) 336-4824
JINI DENBESTE	(612) 336-4663	JUDY TESS	(612) 336-4656
SANDRA EPP RYAN	(612) 336-4781	KIM WALIGOSKI	(612) 336-4742
THOMAS HASSING	(612) 336-4727	TAMI WILSON	(612) 336-4714

Fig 19x

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT, GOULD, SMITH, EDELL, WELTER & SCHMIDT, P.A.

Team Profiles

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996



JOHN P. SUMNER

MERCHANT & GOULD

Merchant, Gould, Smith,
Edell, Welter & Schmidt, P.A.

3100 Norwest Center
Minneapolis, Minnesota
USA 55402-4131
FAX 612/332-9081

612/336-4624

JOHN P. SUMNER

CHAIR, ELECTRONICS & COMPUTER LAW
PRACTICE SECTION

Practice/Technology Areas: General practice of patent, trademark, and copyright law, and licensing, including computer law, with a focus on software, as well as software and computer-controlled systems.

Bar Admissions: Minnesota State Bar, 1974; U.S. Patent and Trademark Office, 1978

Education: South Dakota State University (B.S., 1967); William Mitchell College of Law (J.D., 1974)



JOHN L. BEARD

MERCHANT & GOULD

Merchant, Gould, Smith,
Edell, Welter & Schmidt, P.A.

3100 Norwest Center
Minneapolis, Minnesota
USA 55402-4131
FAX 612/332-9081

612/371-5236

JOHN L. BEARD

Practice/Technology Areas: Patent, trademark, computer law and copyright protection; emphasis on multimedia and trademark law, licensing and litigation, with a focus on electronics.

Bar Admissions: Minnesota State Bar, 1993; Wisconsin State Bar and U.S. Patent and Trademark Office, 1975

Education: University of Wisconsin, Madison (B.S.E.E., with honors, 1973); University of Wisconsin Law School (J.D., 1975)

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT, GOULD, SMITH, EDELL, WELTER & SCHMIDT, P.A.

Team Profiles, continued



MICHAEL R. COHEN

MERCHANT & GOULD

Merchant, Gould, Smith,
Edell, Welter & Schmidt, P.A.

3100 Norwest Center
Minneapolis, Minnesota
USA 55402-4131
FAX 612/332-9081

612/336-4744

MICHAEL R. COHEN

Practice/Technology Areas: General practice of copyright and trademark law, including computer law, with a focus on software and computer-related transactions.

Bar Admissions: Minnesota State Bar, 1985

Education: University of Pittsburgh (B.A., 1977);
University of Minnesota (J.D., 1975)



WILLIAM D. MILLER

MERCHANT & GOULD

Merchant, Gould, Smith,
Edell, Welter & Schmidt, P.A.

3100 Norwest Center
Minneapolis, Minnesota
USA 55402-4131
FAX 612/332-9081

612/371-5310

WILLIAM D. MILLER

Practice/Technology Areas: Patent and copyright counseling, procurement and protection with a particular emphasis on computer hardware, software and computer-integrated systems.

Bar Admissions: Virginia State Bar, 1992; District of Columbia Bar, 1995; U.S. Patent and Trademark Office, 1994

Education: University of Utah (B.S., Physics, 1989);
University of Virginia School of Law (J.D., 1992)

Fig. 19L

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT GOULD, SMITH, EDALL, WEBER & SCHMIDT, P.A.

Washington D.C. Associates

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

We use selected associates in Washington, D.C. to provide us with copies of file histories. We also use associates located in other cities to provide us with patent copies and translations.

OPTIPAT

2100 Crystal Plaza Arcade, Suite 187

Arlington, Virginia 22202

Phone: (703) 415-0351

Fax: (703) 415-0352

ACCLAIM PATENT SERVICES

2001 Jefferson Davis Hwy., Suite 808

Arlington, Virginia 22202

Phone: (703) 415-4633

Fax: (703) 415-4635

SPECIALIZED PATENT SERVICE

2001 Jefferson Davis Hwy., Suite 588

Arlington, Virginia 22202

Phone: (703) 415-1555

Fax: (703) 415-1557



Fig. 19m

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT & GOULD, SUITE 100, 1000 N. 10TH ST., DENVER, CO 80202

Costs and Fees

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

Merchant & Gould is attuned to your concern about costs. It is our objective to provide you with the highest quality service at an affordable price. By working as a compact team, we will be able to maximize efficiency while still providing you the depth of experience the Merchant & Gould community offers. We will provide you with regular progress reports, and will further seek to be open and direct about our anticipated costs in order to permit the most efficient allocation of CWC's resources. The following comments are also in order:

BILLING FORMAT

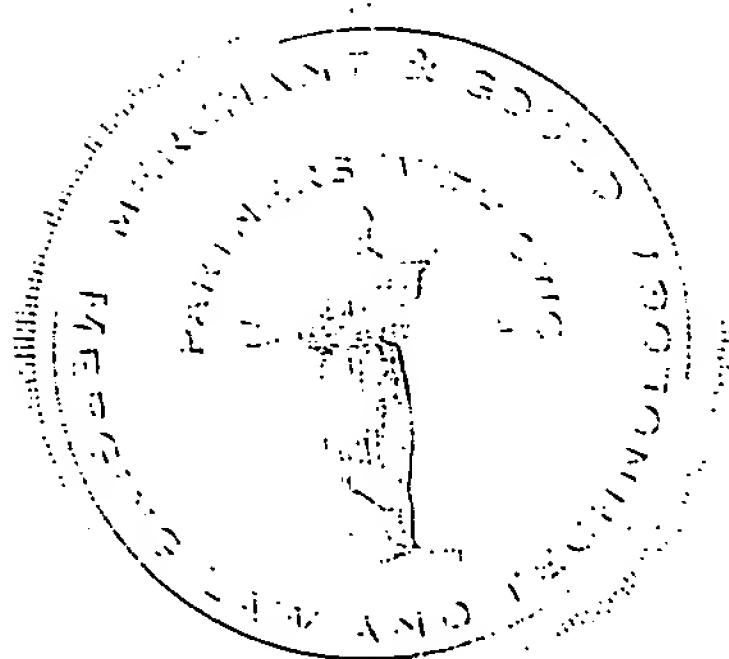
We will be able to present our bills in the format which you have requested on a monthly basis.

SETTING UP AND TRANSFERRING FILES

We will not be billing you for the setting up and transfer of files to Merchant & Gould, nor will we charge you for the initial familiarization of team members with CWC's technology and practices including initial visits to CWC's facilities.

SUMMARY OF CHARGES

On the quotation page we have provided a range of charges for services for a SIGNATURE PLUS 5.0™ utility software patent. If cost is a primary issue, the low end of these estimates can be achieved



CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT, GOULD, SMITH, EDLIT, WEBER & SCHMIDT, P.A.

Costs and Fees, continued

with a quality level that will be acceptable to CWC. The average represent those generally incurred when preparing a work product conforming to a quality level we perceive CWC is requesting.

SUMMARY OF LEGAL RECOMMENDATIONS

Merchant & Gould highly recommends obtaining a utility patent protection of unique concepts or algorithms for SIGNATURE PLUS 5.0 in order to preclude others from cloning and marketing similar features. *Please keep in mind that, for a patent in this country to be valid, the application for a patent must be filed within one year of the first public disclosure or commercial use (whether public or secret), offer for sale, or sale of the invention. In many foreign countries, the standard is more strict and requires that an application be filed before the invention is publicly disclosed.*

Also consider obtaining design patent protection on any of the important icons or user interface screens in SIGNATURE PLUS 5.0. *The same deadlines apply as in the case of utility patent applications.*

ADDITIONAL BILLING COMMENTS

We will also be able to conform with your other billing policies on the following items:

<i>Administrative, clerical, docketing, word processing, accounting, seminars, or special publications . . .</i>	<i>no charge</i>
<i>Photocopies</i>	<i>10¢/copy</i>
<i>Facsimile pages</i>	<i>15¢/page</i>
<i>Staffing change costs</i>	<i>no charge</i>

CLEAR WITH COMPUTERS INC. VISITS THE OFFICES OF

MERCHANT & GOULD

MERCHANT GOLD STINE IDEAL WILNER SCHAIDT & SONS

Price and Signature

PREPARED FOR: JERRY JOHNSON, CLEAR WITH COMPUTERS, INC. (CWC)

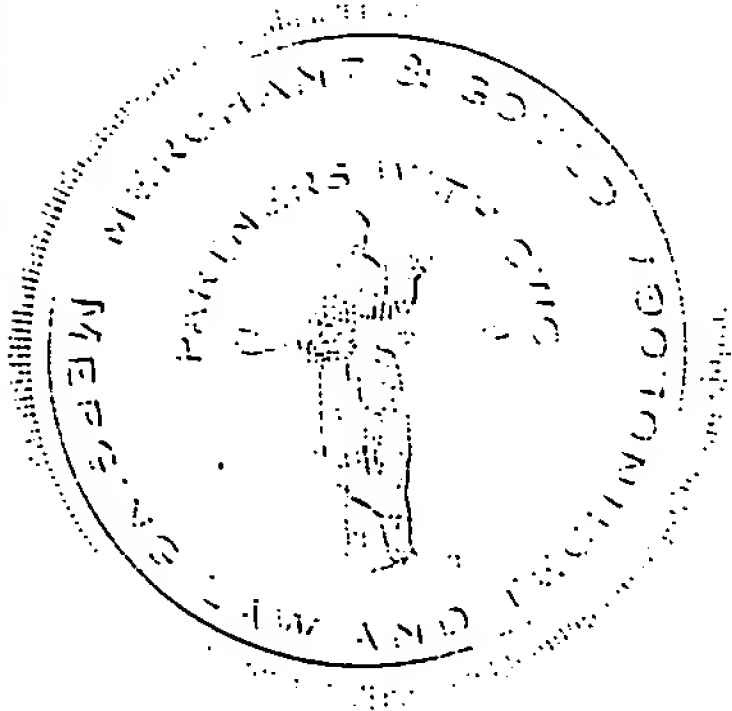
PREPARED BY: JOHN P. SUMNER, MERCHANT & GOULD

SEPTEMBER 10, 1996

PATENT PROTECTION FEES

DESCRIPTION	PRICE RANGE
Utility patent protection of unique concepts or algorithms for SIGNATURE Plus™ 5.0 developed by CWC in order to preclude others from cloning and marketing similar features.	\$20,000 - 25,000
Design patent protection on any of the important icons or user interface screens in Signature Plus 5.0.	\$1,500/icon or screen
TOTAL PATENT PROTECTION FEES	\$ 65,000 - 70,000
Includes system and 30 screen and/or icon patent protection	

The above prices are good until October 31, 1996. Your signature below indicates that you wish to proceed with both the application for a utility patent and design protection for 30 screens for Signature Plus 5.0.



JERRY JOHNSON, CWC PRESIDENT

DATE _____

JOHN P. SUMNER, MERCHANT & COULD

DATE _____

Fig. 198

CLEAR WITH COMPUTERS, INC. VISITS THE OFFICES OF

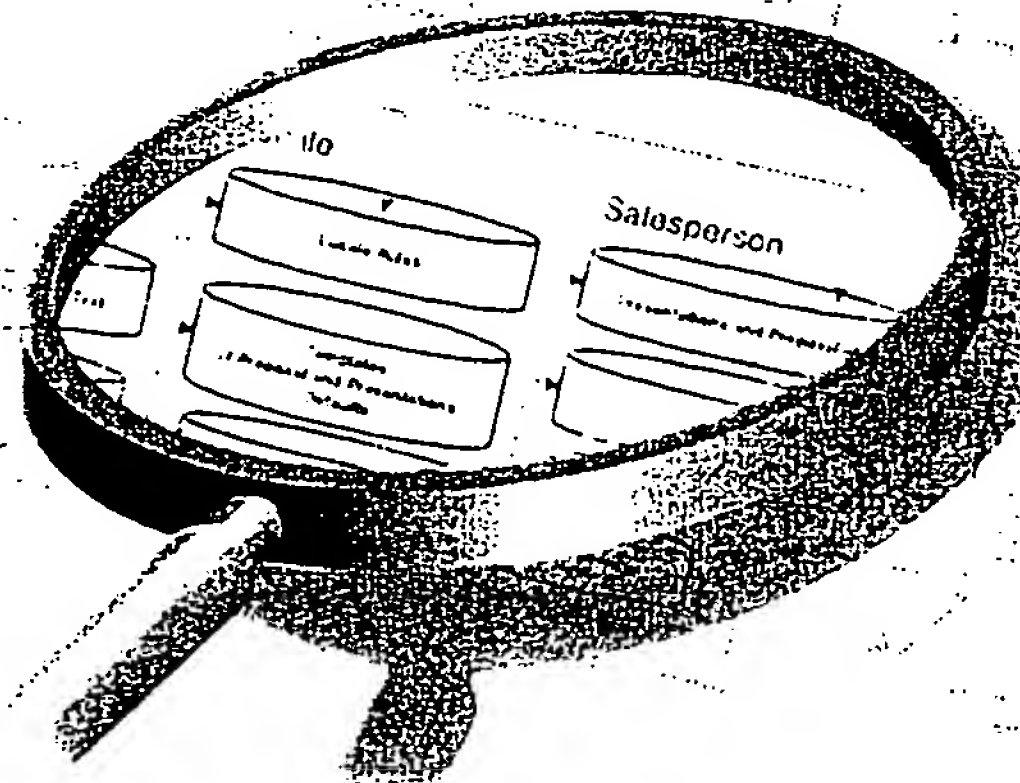
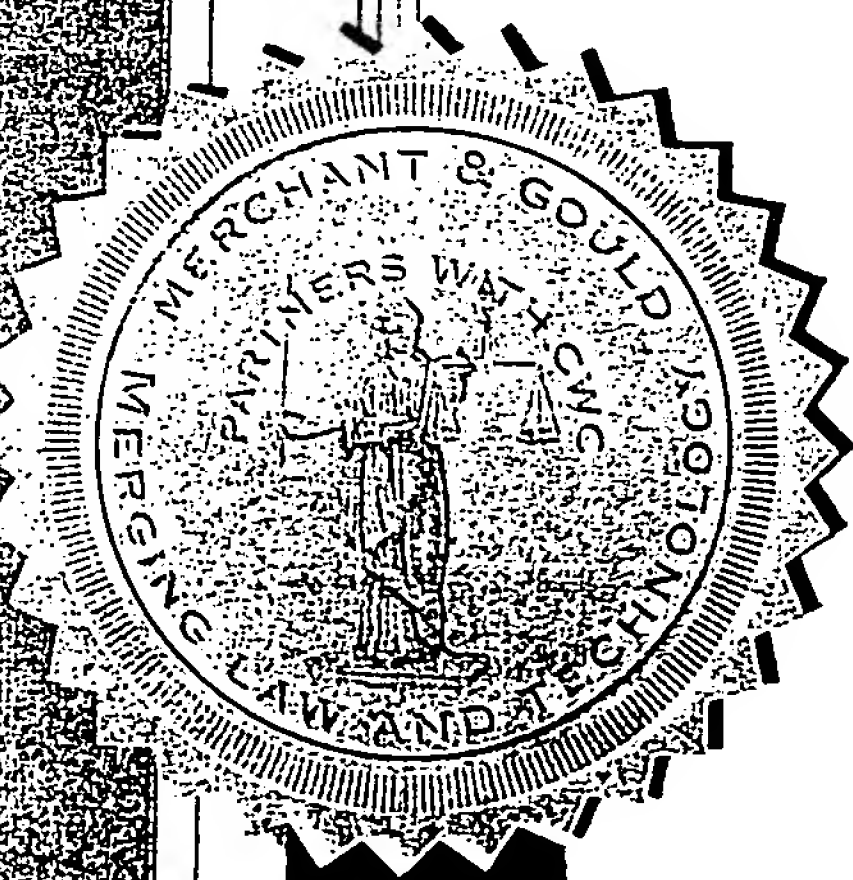
MERCHANT & GOULD

MERCHANT, GOULD, SMITH, EDELL, WEBER & SCHMIDT, P.A.

Sample United States of America Patents

The following patents have been
prepared by members of the
proposed CMC team.

Merchant & Gould highly recommends obtaining utility patent protection of unique concepts or algorithms in the software or CD-ROM systems developed by CWC in order to preclude others from cloning and marketing similar features. Once the patent is granted CWC will receive from the Commissioner of Patents and Trademarks the right to exclude others from making, using or selling the invention throughout the United States of America for the term of 17 years from the date of this patent, subject to the payment of maintenance fees as provided by law.



VIA SATELLITE

THE NATION'S NEWSPAPER



Fig 20a

PREPARED FOR: UNIGLOBE Travel

PREPARED BY: Leslie Osborn

AUGUST 3, 1995





PREPARED FOR: UNIGLOBE Travel
PREPARED BY: Leslie Osborn
AUGUST 3, 1985

UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Table of Contents

Fig 206

OBJECTIVES/STRATEGIES/TACTICS

Objectives/Strategies/Tactics	3
-------------------------------------	---

USA TODAY

Awards	4
Life Section Editorial	6

CIRCULATION

Totals	7
Growth	8

KEY AUDIENCE INFORMATION

USA TODAY Ranks # 1 in Travel Advertising Pages	9
USA TODAY Reaches Frequent Leisure Travelers	10
USA TODAY Readers Need a Vacation	10
USA TODAY Reaches Readers and Travelers Not Found in Other Publications	11

PROGRAMS

TV Grid	12
Interactive 800 Number & Direct Mail Program	13

QUOTE

Quote	14
-------------	----



PREPARED FOR: UNIGLOBE Travel
PREPARED BY: Leslie Osborn
AUGUST 3, 1985

UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Objectives/Strategies/Tactics

Fig 20c

Objectives

- ▶ Increase consumer bookings/reservations for UNIGLOBE Travel and its "Blue Largo Cruise" promotion
- ▶ Heighten awareness for UNIGLOBE Travel with those leisure travelers across the USA most likely to buy
- ▶ Generate broad awareness of the advantages of cruising as the preeminent vacation category
- ▶ Create excitement among travel agents for "Blue Largo Cruise" promotion

Strategy

- ▶ Conduct a continuous advertising campaign for UNIGLOBE Travel's "Blue Largo Cruise" promotion in a national publication that reaches responsive readers within a complementary editorial environment
- ▶ Implement a consumer promotion that increases travel agency traffic during "Blue Largo Cruise" promotion
- ▶ Develop multimedia advertising to inform travelers about the advantages of a cruise vacation
- ▶ Generate travel agent enthusiasm for "Blue Largo Cruise" promotion

Tactics

- ▶ Take advantage of USA TODAY's daily presence to build excitement, impact and awareness of "Blue Largo Cruise" promotion
- ▶ Advertise continually to target UNIGLOBE Travel's key prospects—leisure travelers—in USA TODAY'S Life section (16 full-page ads for 4 weeks, Monday - Thursday; below Today's TV Grid, Friday)
- ▶ Employ an advertising program in USA TODAY to highlight advantages of a cruise vacation and UNIGLOBE Travel services to the USA's most frequent travelers
- ▶ Implement travel trade advertising that broadens awareness of "Blue Largo Cruise" promotion among UNIGLOBE travel agents



PREPARED FOR: UNIGLOBE Travel
PREPARED BY: Leslie Osborn
AUGUST 3, 1985

UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

USA TODAY Awards

Awards for Excellence

Revealing investigative reports. Compelling photography. Hard-hitting coverage of the stories that affect our lives. Since 1993, USA TODAY has won 22 awards for its editorial leadership and innovation. These accolades merely underscore what more than 5.5 million affluent daily readers already know - that USA TODAY is the place to look for cutting-edge coverage and a quality editorial product.

REPORTING AWARDS

Sam Meddis

► Unity Awards in Media, First Place in Investigative Reporting category for "Is the Drug War Racist?" (1994)

► American Bar Association Silver Gavel Award for "Is the Drug War Racist?" (1994)

► National Council on Crime and Delinquency 1994. Pass award - Awarded for news coverage that produced new levels of awareness and understanding about complex crime issues.

National Council on Crime and Delinquency 1993 Pass award - Awarded for investigative story on crime platforms of the three 1992 presidential candidates.

Dennis Kelly, Tamara Henry, Anita Manning, Michelle Healy, Nicole Carroll and Mary Beth Marklein

► 1994 EdPress Award, First Place in Special Section category for "Into

the Mainstream" - Sponsored by the Educational Press Association of America, this award recognizes significant and excellent achievement in educational journalism.

► JCPenney - Missouri Lifestyle Awards, Finalists in Regularly Scheduled Feature Supplement, for USA TODAY's education section (1994)

► National Easter Seals EDI Award (1993) - Awarded for media efforts in promoting equality, dignity and independence of people with disabilities.

► To Dennis Kelly and Tamara Henry: Easter Seals Award in the News category for "A Classroom Clash: Where should disabled kids be taught?" (1994)

Paul Hoversten

► Aviation/Space Writers Association, First Place Award for Hubble telescope rescue coverage (1994)

► National Space Club's 1993 Media Award - For coverage of the space shuttle's dramatic rescue and subsequent reboost of the stranded Intelsat satellite by three spacewalking astronauts. Past winners include Edward R. Murrow and Jack Anderson.

Tom Squitieri

► White House Correspondents Association's Raymond Clapper Award (1994) - Recognizing outstanding reporting on Bosnia, Burundi and Haiti.

► Barnet Nover Memorial Excellence Award (1993) - Award for in-

vestigative story on crime platforms of the three 1992 Presidential candidates.

Dennis Cauchon

► Mencken Award for Best Investigative Series (1993) - The Mencken Awards honor first-rate work that illuminates issues of human rights and freedom. Dennis Cauchon was recognized for articles on law enforcement abuse of asset forfeiture laws.

Jim Harney

► Oscars in Agriculture (1993) - Recognizes excellence in agricultural reporting and is awarded by the University of Illinois. Harney's story on the effect of taxes on tobacco farmers in North Carolina was honored.

Judi Hasson

► Women's Political Caucus EMMA (1993) - The president of the Women's Political Caucus awarded this special citation of excellence for overall coverage of 1992 Presidential Campaign.

Wanda Lloyd

► Ida B. Wells Award (1993) - Award recognizes the individual who has provided exemplary leadership in opening the doors of employment opportunities for minorities in American journalism. Wanda Lloyd is the first woman to receive this award which is sponsored by the National Association of Black Journalists and

Fig 20d



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UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Fig 20e

USA TODAY Awards

Awards for Excellence (cont.)

the University of Kansas School of Journalism.

Finalists Denise Tom and Sally Pollock

► Miller Lite Women's Sports Journalism Awards (1993) - *Award recognizes stories that show sensitivity to the female as a performer and achiever in sports.*

James Jones IV

► African-American Music Foundation Award (1993)

GRAPHICS, DESIGN, PHOTOGRAPHY AWARDS

American Journalism Review

► "Best in the Business" Awards, USA TODAY named Best Designed Newspaper, 1994

Darr Beiser

► White House Press Photographers' Association Award for Sports action (1994)

Bert Hanashiro

► Annual Pictures of the Year Competition, Award of Excellence for Sports action (1993)

Bruce Schwartz

► 1993 EdPress Award for Graphic treatment of the All USA Academic Team page - *Sponsored by the Educational Press Association of America, this award recognizes significant and excellent achievement in educational journalism.*

**USA
TODAY**

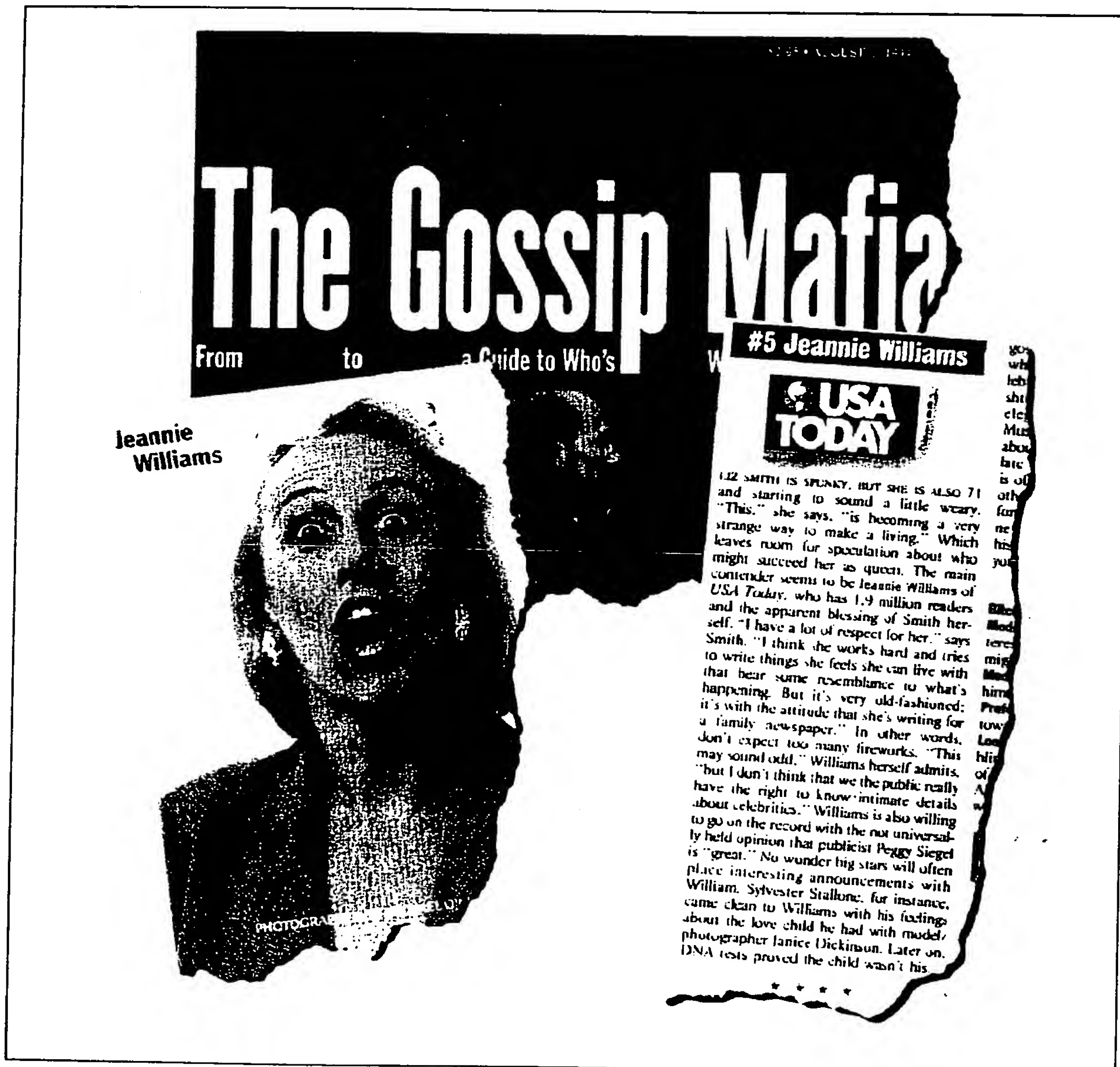
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Life Section Editorial

Fig 20 f

She snoops, she scoops and she's in the Life section every Tuesday-Friday.





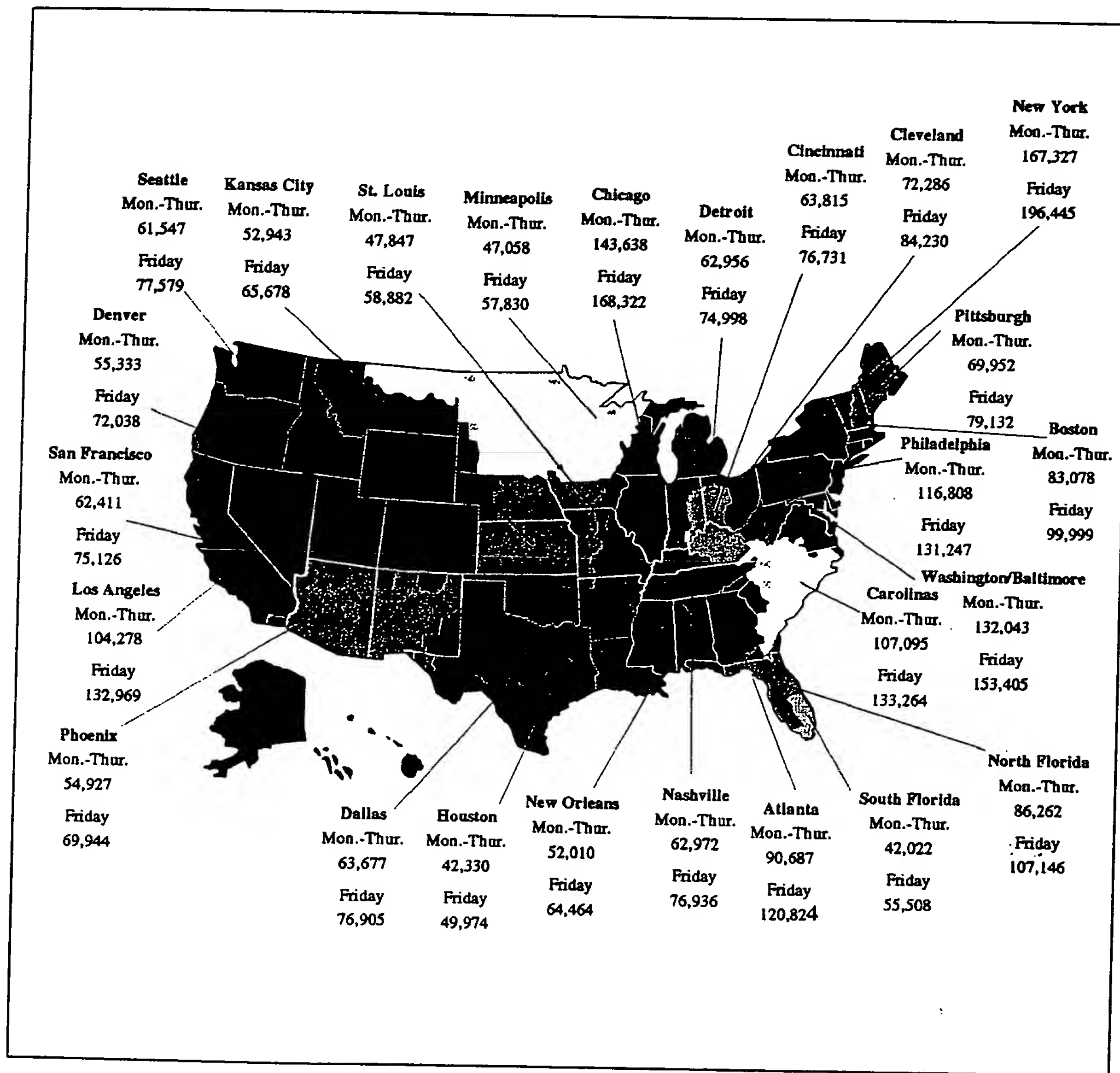
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UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Circulation

Totals

Fig 20g



USA TODAY's extensive reach ensures clients successful, comprehensive distribution of their advertisements. With a daily readership close to 2 million (Mon.-Thur.; 2.5 million each Fri.), USA TODAY has the ability to influence more potential customers than any other national newspaper.



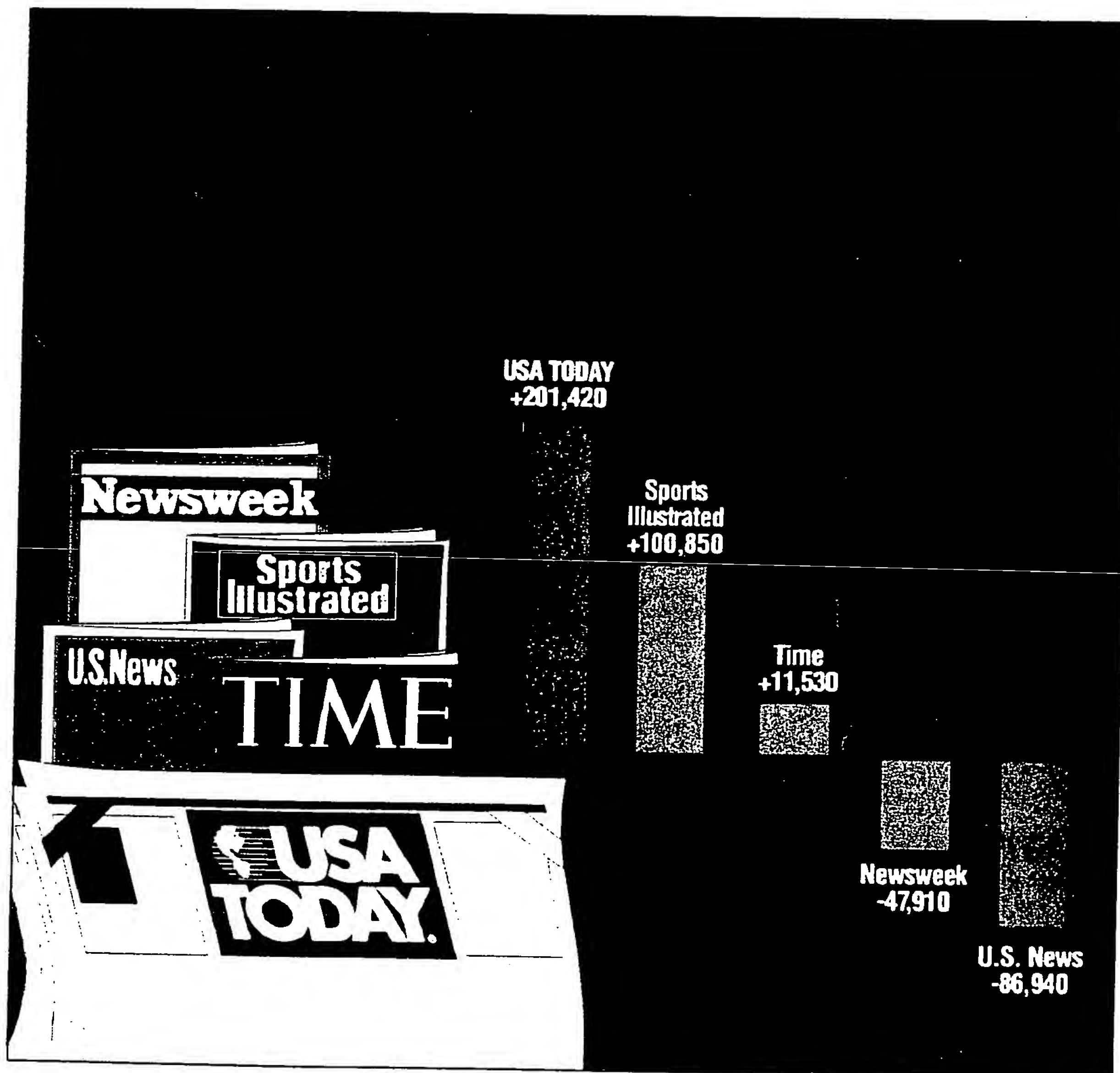
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Circulation

Growth

Fig 20h



The Nation's Newspaper keeps growing.

For the latest breaking news and information, more readers turn to USA TODAY year after year. In fact, within the past five years, USA TODAY's circulation has grown by more than 201,000.



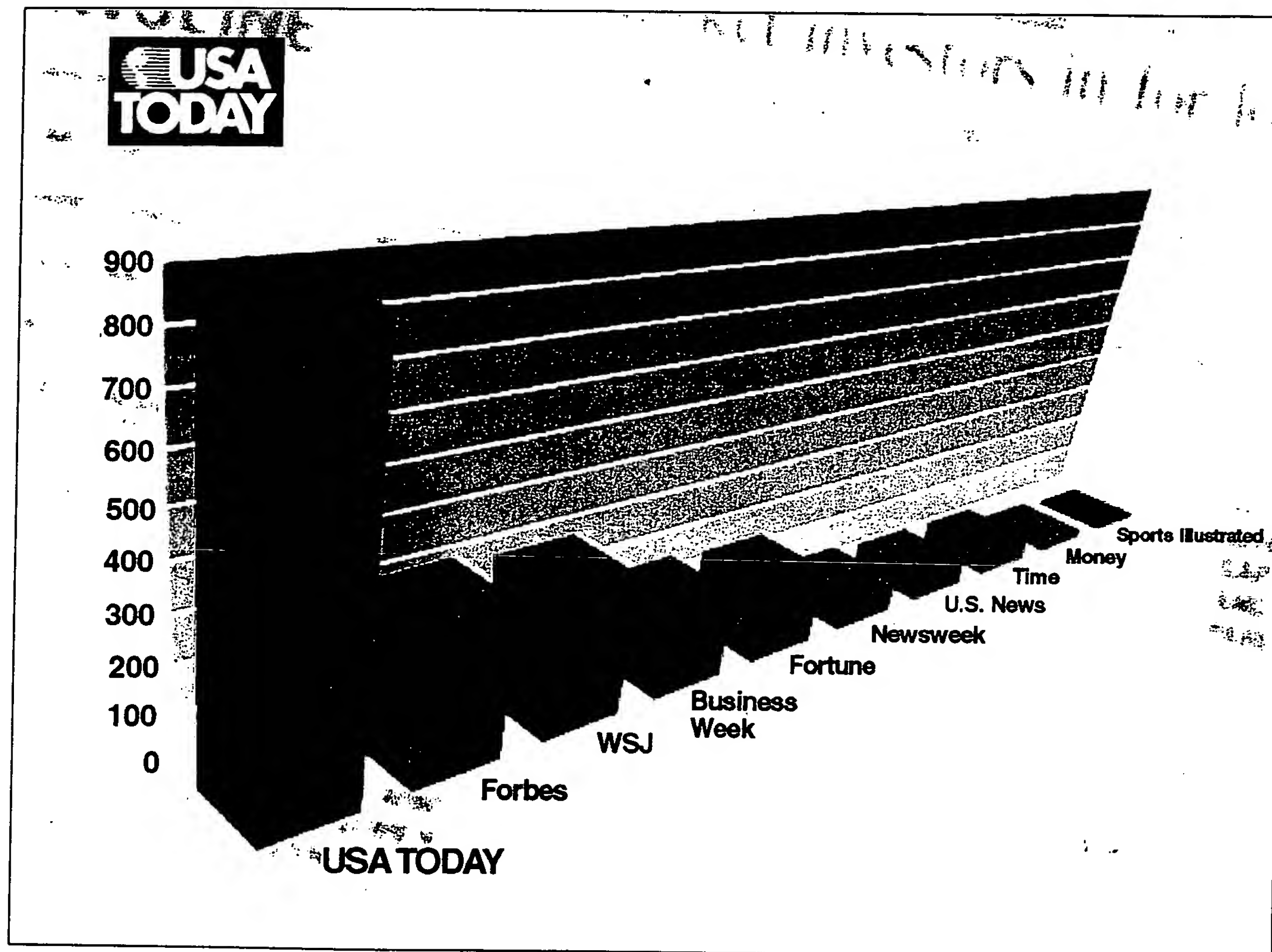
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Key Audience Information

USA TODAY Ranks #1 in Travel Advertising Pages

Fig Doc i



Source: LNA



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Key Audience Information

USA TODAY Reaches Frequent Leisure Travelers

Fig 20j

	Number of leisure travelers who read (000)	Percent coverage
Reader's Digest	7,967	32%
National Geographic	6,608	26%
USA TODAY	6,502	26%
Time	5,766	23%
Newsweek	5,121	21%
Wall Street Journal	5,016	20%
People	4,576	18%
Sports Illustrated	4,263	17%
Modern Maturity	4,103	16%
U.S. News & World Report	3,908	16%

USA TODAY Readers Need a Vacation

	And (000)	% Comp	% Covg	Index
Prefer to travel far from home for leisure	4,464	69%	27%	104
Plan to take a "sun and sand" vacation next 3 years	2,520	39%	32%	121
Expect leisure travel to increase, next 3 years	2,486	38%	29%	105
Have ever taken a cruise	1,965	30%	27%	105



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Key Audience Information

Fig 201c

USA TODAY Reaches Readers and Travelers Not Found in Other Publications

% USA TODAY readers who do not read:

Travel Holiday:	97%
Condé Nast Traveler:	94%
National Geographic Traveler:	94%
Travel & Leisure:	89%
Southern Living:	85%
Wall Street Journal:	77%



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UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Programs

TV Grid

Fig 20 L

Where do more than 5.5 million affluent readers look first to find out what's on TV? USA TODAY's TV Grid. On the back page of USA TODAY's Life section, this prominent 4-color page features all the network line-ups, cable programming and our critic's choices for quality viewing. Anchoring the page is a stand-out positioning opportunity for advertisers looking to reach USA TODAY's audience of broadcast viewers.

FLEXIBLE SCHEDULING and DISCOUNTED FREQUENCY

A horizontal third-page position is available to advertisers on a one time basis or as part of a continuity program. The following pricing plan applies to TV Grid advertising schedules.

Domestic Edition Pricing

	<u>Mon-Th</u>	<u>Friday</u>	<u>Effective Discount</u>
Base Rate	\$49,300	\$56,400	-
13x	44,370	50,760	10%
26x	36,975	42,300	25%
52x	32,045	36,660	35%

Worldwide Pricing

	<u>Mon-Th</u>	<u>Friday</u>	<u>Effective Discount</u>
Base Rate	\$56,700	\$64,800	-
13x	51,030	58,320	10%
26x	42,525	48,600	25%
52x	36,855	42,120	35%

OTHER DISCOUNTS MAY APPLY

- ▶ Advertisers who have regular rate card volume contracts that provide higher discounts than those listed above *will* be allowed to apply those discounts to the base unit prices indicated on the pricing schedule.
- ▶ Advertising volume accrued under this program *will* count towards fulfillment of volume contracts and VIP agreements.
- ▶ VIP bonus space earned under this program *can* be ordered to run on the TV Grid page.
- ▶ Advertisers participating under special discount programs such as the Flat Rate Program or the Broadcast Buying Program *cannot* use the discounts achieved through those programs to purchase schedules on the TV Grid page.

For more information on USA TODAY's TV Grid, contact your USA TODAY sales representative.



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UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Programs

Interactive 800 Number

Fig 20 m

As a special "value-add," USA TODAY will provide UNIGLOBE Travel with an interactive 800 number. A customized UNIGLOBE Travel "Blue Largo Cruise" promotion "Choose to Cruise" 800-number hotline can provide one or all of the following services:

- ▶ Fulfillment of copy requests for UNIGLOBE Travel's USA TODAY advertorial
- ▶ Consumer survey opportunities
- ▶ Travel agent sweepstakes entry vehicle

USA TODAY will provide UNIGLOBE Travel with program set-up and administration, and accept up to 10,000 calls during the promotion period. Once survey information is gathered, USA TODAY can transcribe, analyze, and provide the geographic breakdown of information.

Direct Mail Program

The day of the kick-off of the UNIGLOBE Travel promotion, each of UNIGLOBE Travel's 20,000 member travel agencies will receive a complimentary copy of USA TODAY featuring UNIGLOBE'S advertorial in the mail.



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UNIGLOBE'S BLUE LARGO CRUISE PROMOTION

Quote

Fig 20 n

Description	Customer Value	Customer Cost	Savings
16 National, Four Color, Full Page 13" x 21"	1,481,200	1,273,832	207,368
4 USA TODAY's TV Grid 13" x 7"	214,728	184,666	30,062
20,000 Distribution, Same Day	11,000	0	11,000
Interactive 800 Number	35,000	0	35,000
Totals	1,741,928	1,458,498	283,430

Quote is valid for 30 days and will be subject for review after this period.